

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "FANCHEST, INC.", FILED
IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2017, AT
2:10 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.*


Jeffrey W. Bullock, Secretary of State

5567123 8100
SR# 20177173200

Authentication: 203605169
Date: 11-20-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:10 PM 11/20/2017
FILED 02:10 PM 11/20/2017
SR 20177173200 - File Number 5567123

FANCHEST, INC.
CERTIFICATE OF AMENDMENT
TO
RESTATED
CERTIFICATE OF INCORPORATION

(Pursuant to Sections 242 of the General
Corporation Law of the State of Delaware)

Fanchest, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows.

1. The name of this corporation is Fanchest, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on July 11, 2014.
2. The Certificate of Incorporation was amended and restated by the Restated Certificate of Incorporation filed with the Delaware Secretary of State on April 28, 2017.
3. The Board of Directors of this corporation duly adopted resolutions proposing to amend the Amended and Restated Certificate of Incorporation of this corporation, declaring said amendment to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows.

RESOLVED, that Article IV, Section A of the Restated Certificate of Incorporation of the Company is amended by deleting such section in its entirety, which read as follows prior to the amendment:

"A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is 2,578,615. The total number of shares of common stock authorized to be issued is 1,894,307, par value \$0.001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is 684,308, par value \$0.001 per share (the "Preferred Stock"). As of the effective date of this Restated Certificate, 378,862 shares of the authorized Preferred Stock of the corporation are hereby designated "Series Seed-1 Preferred Stock" and 305,446 shares of the authorized Preferred stock of the corporation are hereby designated as "Series Seed-2 Preferred Stock". As of the effective date of this Restated Certificate, all shares of the Preferred Stock of the corporation are hereby designated as "Series Seed Preferred Stock"."

and by replacing such deleted section with the following:

“A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is 3,072,998. The total number of shares of common stock authorized to be issued is 2,161,375, par value \$0.001 per share (the “Common Stock”). The total number of shares of preferred stock authorized to be issued is 911,623, par value \$0.001 per share (the “Preferred Stock”). As of the effective date of this Restated Certificate, 606,177 shares of the authorized Preferred Stock of the corporation are hereby designated “Series Seed-1 Preferred Stock” and 305,446 shares of the authorized Preferred stock of the corporation are hereby designated as “Series Seed-2 Preferred Stock”. As of the effective date of this Restated Certificate, all shares of the Preferred Stock of the corporation are hereby designated as “Series Seed Preferred Stock”.”

4. This Certificate of Amendment to the Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

5. This Certificate of Amendment to the Restated Certificate of Incorporation, which amends the provisions of this corporation’s Certificate of Incorporation, has been duly adopted in accordance with Sections 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment to the Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 20th day of November 2017.

A handwritten signature in black ink, appearing to be 'JL' with a stylized flourish.

Name: Jeff Lin

Title: Chief Executive Officer

FANCHEST, INC.
CERTIFICATE OF AMENDMENT
TO
RESTATED
CERTIFICATE OF INCORPORATION

(Pursuant to Sections 242 of the General
Corporation Law of the State of Delaware)

Fanchest, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “General Corporation Law”), does hereby certify as follows.

1. The name of this corporation is Fanchest, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on July 11, 2014.
2. The Certificate of Incorporation was amended and restated by the Restated Certificate of Incorporation filed with the Delaware Secretary of State on April 28, 2017, and subsequently amended on November 20, 2017.
3. The Board of Directors of this corporation duly adopted resolutions proposing to amend the Amended and Restated Certificate of Incorporation of this corporation, declaring said amendment to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows.

RESOLVED, that Article IV, Section A of the Restated Certificate of Incorporation of the Company is amended by deleting such section in its entirety, which read as follows prior to the amendment:

“A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is 3,072,998. The total number of shares of common stock authorized to be issued is 2,161,375, par value \$0.001 per share (the “Common Stock”). The total number of shares of preferred stock authorized to be issued is 911,623, par value \$0.001 per share (the “Preferred Stock”). As of the effective date of this Restated Certificate, 606,177 shares of the authorized Preferred Stock of the corporation are hereby designated “Series Seed-1 Preferred Stock” and 305,446 shares of the authorized Preferred stock of the corporation are hereby designated as “Series Seed-2 Preferred Stock”. As of the effective date of this Restated Certificate, all shares of the Preferred Stock of the corporation are hereby designated as “Series Seed Preferred Stock”.”

and by replacing such deleted section with the following:

“A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is 3,148,770. The total number of shares of common stock authorized to be issued is 2,199,261, par value \$0.001 per share (the “Common Stock”). The total number of shares of preferred stock authorized to be issued is 949,509, par value \$0.001 per share (the “Preferred Stock”). As of the effective date of this Restated Certificate, 644,063 shares of the authorized Preferred Stock of the corporation are hereby designated “Series Seed-1 Preferred Stock” and 305,446 shares of the authorized Preferred stock of the corporation are hereby designated as “Series Seed-2 Preferred Stock”. As of the effective date of this Restated Certificate, all shares of the Preferred Stock of the corporation are hereby designated as “Series Seed Preferred Stock”.”

4. This Certificate of Amendment to the Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

5. This Certificate of Amendment to the Restated Certificate of Incorporation, which amends the provisions of this corporation’s Certificate of Incorporation, has been duly adopted in accordance with Sections 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment to the Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this ____ day of January 2018.

Name: Jeff Lin

Title: Chief Executive Officer



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

8213386

11-08-2018

FRIGON MAHER & STERN LLP
800 THIRD AVENUE SUITE 2800
NEW YORK
NEW YORK, NY 10022

ATTN: CHRISTOPHER FRIGON

DESCRIPTION	AMOUNT
5567123 - FANCHEST, INC. 0240S Amendment Stock	
Amendment Fee	\$30.00
Receiving/Indexing	\$115.00
Surcharge Assessment-New Castle County	\$6.00
Page Assessment-New Castle County	\$45.00
Data Entry Fee	\$5.00
Court Municipality Fee, Wilm.	\$20.00
Expedite Fee, 24 Hour	\$100.00
TOTAL CHARGES	\$321.00
TOTAL PAYMENTS	\$321.00
BALANCE	\$0.00

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:06 AM 11/01/2018
FILED 10:06 AM 11/01/2018
SR 20187429143 - File Number 5567123

**FANCHEST, INC.
CERTIFICATE OF AMENDMENT
TO
RESTATED
CERTIFICATE OF INCORPORATION**

(Pursuant to Sections 242 of the General
Corporation Law of the State of Delaware)

Fanchest, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows.

1. The name of this corporation is Fanchest, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on July 11, 2014.
2. The Certificate of Incorporation was amended and restated by the Restated Certificate of Incorporation filed with the Delaware Secretary of State on April 28, 2017, and further amended on November 20, 2017, and on January 16, 2018.
3. The Board of Directors of this corporation duly adopted resolutions proposing to amend the Amended and Restated Certificate of Incorporation of this corporation, declaring said amendment to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows.

RESOLVED, that Article IV, Section A of the Restated Certificate of Incorporation of the Company is amended by deleting such section in its entirety, which read as follows prior to the amendment:

"A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is 3,148,770. The total number of shares of common stock authorized to be issued is 2,199,261, par value \$0.001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is 949,509, par value \$0.001 per share (the "Preferred Stock"). As of the effective date of this Restated Certificate, 644,063 shares of the authorized Preferred Stock of the corporation are hereby designated "Series Seed-1 Preferred Stock" and 305,446 shares of the authorized Preferred stock of the corporation are hereby designated as "Series Seed-2 Preferred Stock". As of the effective date of this Restated Certificate, all shares of the Preferred Stock of the corporation are hereby designated as "Series Seed Preferred Stock"."

and by replacing such deleted section with the following:

“A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is 3,836,132. The total number of shares of common stock authorized to be issued is 2,542,942, par value \$0.001 per share (the “Common Stock”). The total number of shares of preferred stock authorized to be issued is 1,293,190, par value \$0.001 per share (the “Preferred Stock”). As of the effective date of this Restated Certificate, 660,733 shares of the authorized Preferred Stock of the corporation are hereby designated “Series Seed-1 Preferred Stock”; 305,446 shares of the authorized Preferred Stock of the corporation are hereby designated as “Series Seed-2 Preferred Stock”; and 327,011 shares of the authorized Preferred Stock of the corporation are hereby designated as “Series Seed-3 Preferred Stock”. As of the effective date of this Restated Certificate, all shares of the Preferred Stock of the corporation are hereby designated as “Series Seed Preferred Stock”.”

RESOLVED, that Article IV, Section B.2.(a) of the Restated Certificate of Incorporation of the Company is amended by deleting such section in its entirety, which read as follows prior to the amendment:

“In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of each series of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the proceeds of such Liquidation Event (the “Proceeds”) to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such series of Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of this Certificate of Incorporation, “Original Issue Price” shall mean \$6.59872 per share for each share of the Series Seed-1 Preferred Stock and \$4.87673 per share for each share of the Series Seed-2 Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).”

and by replacing such deleted section with the following:

“In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of each series of Preferred Stock shall be entitled to

receive, prior and in preference to any distribution of the proceeds of such Liquidation Event (the "Proceeds") to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such series of Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of this Certificate of Incorporation, "Original Issue Price" shall mean \$6.59872 per share for each share of the Series Seed-1 Preferred Stock, \$4.87673 per share for each share of the Series Seed-2 Preferred Stock, and \$8.10369 per share for each share of the Series Seed-3 Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock)."

4. This Certificate of Amendment to the Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.
5. This Certificate of Amendment to the Restated Certificate of Incorporation, which amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment to the Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 1st day of November 2018.

/Jeff Lin/

Name: Jeff Lin

Title: Chief Executive Officer